

Seattle Green Lake Triathlon Group Bylaws

ARTICLE I Name and Location

1.01 Name and Location

The name of this organization is the Seattle Green Lake Triathlon Group (SGLTG). It is located in Seattle, Washington and the metropolitan area.

ARTICLE II Definitions

2.01 SGLTG

“SGLTG” or “the Club” is used herein to mean the Seattle Green Lake Triathlon Group, an organization registered with USA Triathlon (USAT), Inc. and recognized by the Internal Revenue Service as a tax-exempt 501(c)(3) organization.

ARTICLE III Membership

3.01 Membership

Every SGLTG member (herein referred to as “member”) shall be currently registered as a member of SGLTG and shall have paid their annual SGLTG dues. Members are also responsible for meeting any applicable rules or codes of conduct issued by the Club. A member may be expelled from SGLTG for failing to meet any applicable rule or code of conduct by a majority vote of the Board of Directors. Such decisions shall be final and not subject to review.

ARTICLE IV Meeting of Members

4.01 Place of Meetings

Meetings of the membership shall be held at any suitable place convenient to the membership as may be designated by the SGLTG Board of Directors (hereinafter referred to as “Board”).

4.02 Annual Meetings

The annual meeting of the members of SGLTG shall be held between October 1 and January 31. At such meeting there shall be elected by ballot of the members a board of Directors in accordance with the requirements of Article V of the Bylaws. The members may also transact such other business of the organization as may properly come before them.

4.03 Special Meetings

It shall be the duty of the President to call a special meeting of the members upon receiving any one of the following items: 1) a resolution of the Board of Directors, or 2) a petition signed by members representing at least twenty-five percent (25%) of the total membership having been presented to the Secretary. The notice of any special meeting shall state the time of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

4.04 Notice of Meetings

It shall be the duty of the Secretary to send a notice by post or electronic mail of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each person who is currently a member in good standing at their address of record, at least fourteen (14) days, but not more than thirty (30) days prior to such meeting. Service may be accomplished by the delivery of any such notice to the member. Notice in person or through electronic means shall be considered as notice served. Attendance by a member at any meeting of the members shall be a waiver of notice by them of the time, place, and purpose thereof.

4.05 Quorum

The presence, either in person, by absentee ballot, by electronic ballot or by proxy on one or more of the issues specified in the notice, of the members representing at least ten (10%) of the total membership shall constitute a quorum for the transaction of business at all meetings of members. If the number of members at a meeting drops below the quorum and the question of a lack of quorum is raised, no business may thereafter be transacted.

4.06 Adjourned Meetings

If any meeting of members cannot be organized because a quorum has not attended, the members who are present may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

4.07 Voting

At every meeting of the members, the members shall have the right to vote. The vote of the members representing a majority of the quorum at a duly called meeting shall decide any question brought before such a meeting, unless the question is one upon such, by express provision of the Bylaws, a different vote is required, in which case such express provision shall govern and control. No person shall be eligible to vote unless he/she is a member of SGLTG as defined in Article III. Votes shall be cast in a closed ballot.

4.08. Absentee, Proxy and Electronic Ballot

A member may vote by absentee ballot, proxy ballot, or by electronic means on any one or more issues specified in the notice received for the meeting. Any absentee ballot must be in writing, must be signed and dated, and must be given to the Secretary. A member may also designate a proxy to vote his or her ballot by designating the authority in writing, signed and dated. For the purposes of this provision, receipt of an electronic mail from the e-mail address of record for a member shall be considered a writing that has been signed and dated by the member. A member may also vote by means of an electronic voting system established by the Club. In addition, a proxy designation through such electronic voting system shall be sufficient to satisfy the requirements for designating a proxy pursuant to this section.

4.09 Order of Business

The order of business at all regularly scheduled meetings of the members shall be as follows:

- Determination of quorum.
- Proof of notice of meeting or waiver of notice.
- Reading of minutes of the preceding meeting.
- Reports of officers. The report of the Treasurer shall include a report of all expenditures made by the Board of Directors since the previous meeting of the membership.
- Reports of committees.
- Unfinished business.
- New business.

ARTICLE V Board of Directors

5.01 Number

The affairs of this organization shall be governed by the Board of Directors composed of a minimum of four (4) and a maximum of nine (9) members. The number of Directors may be changed by a vote of the members at any annual or special meeting; provided, however, that no such change shall operate to extend or curtail the term of any elected Director.

5.02 Election of the Board of Directors

The Board of Directors shall be elected at SGLTG's annual meeting with a quorum present, or by means of an electronic voting system. Each candidate for Director shall have the opportunity to submit a statement in writing to the membership. No person shall be eligible to be elected to the Board of Directors unless he/she has Member Dues paid current and has been a member of SGLTG as defined in Article III for at least one year unless unanimously approved by the current Board of Directors. All qualified members may be listed on the election ballot. If there are more candidates than the required number of Director positions up for election, then the number of members

receiving the most votes shall be the elected Directors. If there are fewer candidates than the required number of Director positions up for election, no member shall be elected to the Board of Directors unless such member has received at least a majority vote of the quorum.

5.03 Powers and Duties

Each Director shall serve as either an officer or a general board member of SGLTG with the powers and duties accorded to each by Article VI of these Bylaws. The Board of Directors shall have all powers and duties necessary for the administration of the affairs of SGLTG. It shall be the duty of each general board member to serve as Chair or Co-chair of at least one of the Club's committees. The powers and duties of the Board of Directors shall include, but not be limited to, the following:

- To ensure that SGLTG is primarily a non-profit athletic and social organization available to all adults, 18 years of age and older, in the Seattle, WA and surrounding areas, who wish to participate and/or compete in triathlons or other multi-sport events;
- To provide for the establishment of and collection of membership dues and special assessments in accordance with Article IX;
- To promulgate and enforce such rules and regulations as may be deemed proper respecting membership rights and obligations, all of which shall be consistent with the provisions of these Bylaws;
- To appoint members of committees as the Board of Directors may from time to time designate; and
- Insofar as permitted by law, to do any other thing that, in the judgment of the Board of Directors will promote the purposes of the SGLTG and is not inconsistent with the provisions of these Bylaws.
- All directors (officers and general board members) will have voting privileges at meetings (regular, special, and otherwise) of the Board of Directors.

5.04 Officer Terms

Officers shall serve for terms of two years, unless they otherwise resign from the Board or the Officer position, are removed pursuant to these Bylaws, or become ineligible to serve as an Officer of the Club. In the event that an individual replaces an Officer, he or she shall serve the remaining portion of term for the Officer he or she replaces. After a two year term, a hiatus of one year is required before an officer may be reelected.

Terms of service shall be staggered so that one half of the officers are elected every year for a term of two years. The President and Vice President positions shall be staggered and not open for election during the same voting period. The Treasurer and Secretary positions shall be staggered and not open for election during the same voting period.

5.05 General Board Member Terms

General board members shall serve for terms of one year, with the option to extend to

two years, unless they otherwise resign from the Board, are removed pursuant to these Bylaws, or become ineligible to serve as a general board member of the Club. If a general board member wishes to extend their term to two years they do not need to be re-elected to their position and no other member may be voted into that specific position. In the event that an individual replaces a general board member, he or she shall serve the remaining portion of term for the general board member he or she replaces. A hiatus is not required between general board member appointments.

5.06 Vacancies

Vacancies of the Board of Directors caused by any reason other than the removal of a Director by a vote of the membership shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; or by the members at a special meeting to be called by the Board; and each person so elected shall be a Director who shall serve out the unexpired portion of the term.

5.07 Removal of Directors

Any officer or general board member may be removed either with or without cause by the affirmative vote of a majority of the entire Board of Directors or membership. The position will then be transferred to one of the remaining Directors until a special meeting of the members is called to either remove the Director and elect a new Director, or to reappoint the position to the original Director. This special meeting must be called within 45 days of the removal of the officer or general board member, unless the annual meeting will occur within that 45 day period. At an annual or special meeting duly called, any Director may be removed with or without cause by the affirmative vote of the majority of members present with a quorum present, and a successor may then be elected to fill the vacancy thus created. In addition, a Director may be removed for cause by unanimous vote of the remaining Directors. A Director who fails to attend more than three meetings of the Board during any given term may be removed with cause.

5.08 Compensation

No compensation shall be paid to Directors for their services as Directors.

5.09 Organization Meeting

The first meeting of a newly elected Board of Directors shall be held within thirty (30) days of election with written notice to the elected Directors of the date, time, and location of such meeting.

5.10 Regular Meetings

Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by the President, or a majority of the Directors, but at least four (4) such meetings shall be held each year. Notice of such regular meetings of

the Board of Directors shall be given to each Director, personally or by mail, electronic mail or telephone, at least seven (7) days prior to the day named for such meeting.

5.11 Special Meetings

Special meetings of the Board of Directors may be called by the President or by any three (3) Directors on at least a three (3) day advance notice to each Director, given personally or by mail, electronic mail or telephone, which shall state the time, place and purpose of the meeting.

5.12 Waiver of Notice

Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by the month time and place thereof. If all Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

5.13 Quorum

At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors, except as otherwise provided within the Bylaws.

5.14 Action Without Meeting

Any actions by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if all of the members of the Board of Directors shall individually or collectively consent to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

5.15 Expenditures

All SGLTG expenditures made by any member, including any Director, on the behalf of SGLTG for which SGLTG will be liable must be subject to prior approval in accordance with Article X, Section 4.

ARTICLE VI

Officers and General Board Members

6.01 Officer Designation

The principal officers of SGLTG shall be a President, a Vice President, a Secretary, and a Treasurer. The officers' primary focus is on the Club's mission, strategy, and goals. In its first meeting after the election, the Board of Directors shall elect a Director to serve in each of the principal officer positions. In the event the Board of Directors is unable to reach a decision regarding the election of Officers, a general membership vote will occur for the specific unresolved officer positions within 30 days of the Organization

Meeting, as defined in section 6.09 of these Bylaws. The general membership vote must be an affirmative vote of the majority of members present, representing a quorum.

6.02 General Board Member Designation

The general board members of SGLTG shall be a Sponsorship and Business Development Chair, Community Outreach Chair, and Event Coordination Chair. The general board members will chair standing committees and are responsible for the implementation of the Club's mission. After the election of officers, general board members will be nominated to serve in each chair position from among the remaining members of the Board. In the event the Board of Directors is unable to reach a decision regarding the designation of general board members and their associated committees, a general membership vote will occur for the specific unresolved chair positions within 60 days of the Organization Meeting, as defined in section 6.09 of these Bylaws. The general membership vote must be an affirmative vote of the majority of members present, representing a quorum.

6.03 Qualifications

Each officer and general board member shall be a member of the Board of Directors.

6.04 President

The President is an Officer of the Board and is responsible for ensuring that the Board and its members:

- are aware of and fulfill their governance responsibilities;
- comply with applicable laws and bylaws;
- conduct board business effectively and efficiently;
- are accountable for their performance

In order to fulfill these responsibilities, and subject to the Club's bylaws, the President presides over meetings, proposes policies and practices, sits on various committees, monitors the performance of board members, submits various reports to the board, to sponsors, and to other stakeholders; proposes the creation of committees; nominates members to such committees; and performs other duties as the need arises and/or as defined in these Bylaws.

The President is accountable to the Board of Directors and members as specified in these bylaws. The President may delegate specific duties to the Vice President, internal board members and/or committees as appropriate; however, the accountability for them remains with the President.

The President ensures that an agenda is planned for board meetings. This may involve periodic meetings with committee chairpersons and other Officers to draft meeting agendas and reporting schedules.

The President presides over meetings of the board. In this capacity, the President:

- chairs meetings according to accepted rules of order for the purposes of
 - encouraging all members to participate in the discussion
 - arriving at decisions in an orderly, timely and democratic manner;
- votes as prescribed in the bylaws.

The President serves as an ex-officio member of board committees. In this capacity, the President's role is:

- to serve as a voting member of the committee
- to negotiate reporting schedules
- to identify problems and assist the committee chair to resolve them, and if necessary, to bring them to the attention of the larger board.

The President ensures that the organization maintains positive and productive relationships with media, sponsors, and other organizations. In this capacity, the President serves as a primary spokesperson for the Club. Duties may include:

- representing the organization to the media
- representing the organization on governmental or nongovernmental organizations and committees
- timely and appropriate reporting of the board decisions and actions to members and/or sponsors

The President is authorized to sign or countersign checks, correspondence, applications, reports, contracts and other documents on behalf of the Club.

The President ensures that structures and procedures are in place for effective recruitment, training, and evaluation of board members.

The President ensures that structures and procedures are in place for securing the resources required by the Club.

The President may establish or propose the establishment of committees of the board, and may assign tasks and delegate responsibilities to board committees and/or other Officers.

6.05 Vice President

The Vice President is an Officer of the Board and shall fulfill all duties and exercise all powers of the President in his/her absence. He/she shall have all powers and perform all duties accorded him/her by these Bylaws. In addition, the Vice President:

- Reports to the board's president
- Works closely with the President and other board members
- Participates closely with the President to develop and implement officer transition plans

- Performs other responsibilities as assigned by the board

6.06 Treasurer

The Treasurer is an Officer of the Board and shall perform all the duties incident to the office of Treasurer, including but not limited to:

- Serves on the Board of Directors;
- Prepares an annual SGLTG budget for submission to the Board of Directors for approval. Upon approval by the Board, the budget will be presented to the membership;
- Collects all funds raised by SGLTG through fundraising efforts;
- Maintains full and accurate records of all money raised by SGLTG through fundraising;
- Disburses all funds as authorized by the Board of Directors in accordance with these Bylaws;
- Collects all Club dues and special assessments, maintaining a record of all members' payments and making monthly financial statements available to the board and/or Club members upon request; and filing any and all tax reports and returns;
- Ensures development and board review of financial policies and procedures.
- The Treasurer is authorized to sign or countersign checks, correspondence, applications, reports, contracts and other documents on behalf of the Club.

6.07 Secretary

The Secretary is an Officer of the Board and shall perform all duties incident to the office of Secretary, including but not limited to:

- Serves on the Board of Directors;
- Keeps the minutes of all meetings of the Board of Directors and of the general membership;
- Maintains a SGLTG membership roster consisting of the members' names, telephone numbers, addresses, and dates of birth as specified in Article III of these Bylaws. In no event shall this roster be loaned, sold, or given to any organization or any person not a member of SGLTG, except legal counsel, or as otherwise authorized by an unanimous vote of the Board of Directors for purposes of providing the benefits of Club membership to members; A roster containing only member names may be given to USAT officials and race directors.
- Determines any member's eligibility to vote at any meeting of the general membership;
- Certifies as valid any absentee ballot given to the Secretary in advance of any meeting of the board of Directors or of the general membership; and
- Prepares and distributes all notices of meetings to Club members.

- Responsible for renewing USAT insurance including Directors & Officers, EPLI, General Liability and Participant Accident insurance.

The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted.

The Secretary is accountable to the full board. Through the board, certain duties of the Secretary may be delegated to the other board members and/or committees as appropriate; however, the accountability for them remains with the Secretary.

The Secretary is authorized to sign or countersign checks, correspondence, applications, reports, contracts and other documents on behalf of the Club.

The Secretary shall be the registered agent with respect to the laws of the jurisdiction, the person upon whom legal notice to the Club is served, and responsible for ensuring that documents necessary to maintain the legal standing of the Club are filed.

6.08 General Board Members

General Board Members are Committee Chairs within the Board, as specified in Article VII of these Bylaws, and shall perform all duties incident to the role including, but not limited to:

- Serves on the Board of Directors;
- Sets the direction and tone for their assigned committee work, in alignment with the Club's overall vision, goals, and strategy;
- Oversees the logistics of committee's operations;
- Reports to the board's President
- Reports to the full board on committee's decisions and recommendations;
- Assigns work to the committee members, sets the agenda and runs the committee meetings, and ensures distribution of meeting minutes;
- Initiates and leads the committee's annual evaluation.
- Recruits and retains committee members from among the general membership.

6.09 Board of Directors General Responsibilities

6.09a Communication

All members of the Board of Directors are responsible for club communication including but not limited to:

- Creation and distribution of general communications to the Club including a monthly newsletter and special announcements.
- Administers SGLTG technology applications such as the SGLTG.org web site, Meetup, Facebook, and Twitter accounts.

The Board may appoint, without a vote of the general membership, a member (or members) in good standing to handle some or all of the responsibilities described herein. These members will report to the Board and may attend Board Meetings to discuss business directly related to their duties and responsibilities but will not be able to vote in such meetings.

6.09b Participation

All members of the Board of Directors are responsible for promoting participation including but not limited to:

- Recruiting new members to the Club.
- Welcoming new members to the club
- Conducting analysis of membership statistics and makes recommendations for member retention.

The board may appoint, without a vote of the general membership, a member (or members) in good standing to handle some or all of the responsibilities described herein. These members will report to the Board and may attend Board Meetings to discuss business directly related to their duties and responsibilities but will not be able to vote in such meetings.

6.09c Merchandising

All members of the Board of Directors are responsible for merchandising with responsibilities including but not limited to:

- Searching out new merchandising opportunities that will benefit the club and its members
- Developing relationships with companies to the benefit of the club
- Acting on behalf of the club in speaking with said companies
- Participating in the design and implementation of club merchandise

The board may appoint, without a vote of the general membership, a member (or members) in good standing to handle some or all of the responsibilities described herein. These members will report to the Board and may attend Board Meetings to discuss business directly related to their duties and responsibilities but will not be able to vote in such meetings.

6.10 Committee Members

Committee Members are not members of the Board. But, they are expected to perform all duties incident to the role including:

- Regularly attend committee and club meetings;
- Makes a serious commitment to participate actively in committee work;
- Volunteers for and willingly accepts assignments and completes them thoroughly and on time;
- Stays informed about committee matters, prepares well for meetings, and reviews and comments on minutes and reports;

- Gets to know other committee members and builds a collegial working relationship that contributes to consensus;
- ~~Is an~~ Active participant in the committee's annual evaluation and planning efforts;
- Participates in fundraising for the Club.

ARTICLE VII STANDING COMMITTEES

7.01 Event Coordination Committee

The **Event Coordination** committee shall be chaired by a designated general board member and include the following responsibilities:

- Manages the overall team schedule
- Will oversee the schedule for all team training opportunities on meetup.com or other communication outlets
- Schedules and delegates organization of team social events.
- Recruits and trains activity event leaders.
- Schedules event leaders for each Meetup

7.02 Sponsorship and Business Development Committee

The sponsorship committee shall be chaired by a designated general board member and include the following responsibilities:

- Develops and maintains sponsorship relationships.
- Ensures ongoing integration of sponsors with Club activities.

7.03 Community Outreach Committee

The community outreach committee shall be chaired by a designated general board member and include the following responsibilities:

- Identifies and supports charity opportunities for the Club.
- Recruits and organizes volunteers for chosen race events.

ARTICLE VIII Liability and Indemnification of Officers and Directors

8.01 Liability and Indemnification

The officers and directors of SGLTG shall not be liable to the members for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of SGLTG shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of SGLTG. SGLTG shall forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or

commitment, and the SGLTG shall indemnify such officer and director for any such liability.

ARTICLE IX Dues and Assessments

9.01 Dues

Membership dues may be established and assessed by an affirmative vote of the majority of the Board of Directors.

9.02 Special Assessments

In addition to any dues established by these Bylaws, the Board of Directors may levy a special assessment on members of the Club for any purpose that the Board of Directors may consider appropriate or necessary, provided that any such assessment shall have the assent of the majority of the Board of Directors.

9.03 Non-payment of Dues or Assessments

Any dues or assessments levied pursuant to these Bylaws which are not paid on the date when due shall be delinquent and any member owing such dues or assessments shall lose the right to vote and compete with SGLTG until such payment is made. Any dues or assessments may be waived, postponed or reduced by the Board of Directors for an individual member for reasons of financial hardship as determined by the Board.

ARTICLE X Fiscal Management

10.01 Fiscal Year

The SGLTG fiscal year shall be January 1 to December 31 of the calendar year.

10.02 Books

The Treasurer shall maintain books containing accurate and timely record of all monies raised by SGLTG fundraising efforts and all monies raised by SGLTG from members as dues or assessments.

10.03 Inspection of Books

Any member may inspect SGLTG's books upon request to the Treasurer. The outgoing President and newly elected President shall review the books after the Treasurer has closed the books at the end of the fiscal year.

10.04 Expenditures

All expenditures exceeding \$75 made by any member on behalf of SGLTG for which SGLTG will be held liable or accountable must have prior approval of, at a minimum, one of the Officers. The Officers shall establish policies defining who has spending

authority for the organization and at what thresholds.

10.05 Annual Budget

The Board will establish and adopt an annual budget no later than March 1 of each term. Upon the Board's approval of the budget, it shall be available to the membership upon request.

ARTICLE XI Amendments

11.01 Amendments

The Bylaws may be amended by the affirmative vote of members representing at least sixty-seven percent (67%) of the members present at a duly noticed meeting with a quorum present, or by unanimous vote of the Board of Directors, provided that the Board of Directors may not amend Article V, Section 7 addressing Removal of Directors or Article V, Section 8, addressing Board Compensation.

ARTICLE XII Compliance – Interpretation

12.01 Compliance and Interpretation

Any disputes with regard to the interpretation of these Bylaws shall be resolved by a majority vote of the Board of Directors.

ARTICLE XIII Purpose and Dissolution Clause

13.01 Purpose

SGLTG (The Club) is organized exclusively for fostering national or international amateur sport competition and for educational purposes, under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

13.02 Dissolution

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.